

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF MISSISSIPPI**

In re:

WAREHOUSE 86, LLC

Debtor

CASE NO. 08-03423-EE

Chapter 11

**SECOND APPLICATION OF
BUTLER, SNOW, O'MARA, STEVENS & CANNADA, PLLC
FOR ALLOWANCE OF ADMINISTRATIVE CLAIM FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE INTERIM PERIOD
JULY 1, 2009 THROUGH OCTOBER 31, 2009**

Butler, Snow, O'Mara, Stevens & Cannada, PLLC ("Butler Snow" or the "Applicant") files this Second Application for Approval and Allowance of Administrative Claim for Compensation and Reimbursement of Expenses seeking the allowance of compensation of \$30,237.00 (\$30,292.00 less \$55.00 for a paralegal rate holdback reserve as described on Exhibit "C" attached hereto) and reimbursement of expenses of \$5,915.34 for the period of July 1, 2009 through October 31, 2009 for a total of \$36,152.34 for its services as attorney for Warehouse 86, LLC (the "Debtor"), and presents to the Court the following:

1. On November 4, 2008 (the "Petition Date"), Warehouse 86, LLC filed its voluntary petition under Chapter 11 of the United States Bankruptcy Code. The Debtor continues to manage its assets as debtor in possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code.

2. An official committee of unsecured creditors (the "Committee") was appointed by the United States Trustee on November 19, 2008 [Dkt. # 62]. No request for appointment of a trustee or examiner has been made herein.

3. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334; 11 U.S.C. §§ 327, 330 and 331; Rule 2016 of the Federal Rules of Bankruptcy Procedure (the

“Bankruptcy Rules”); and the Retention Orders (as defined below). Venue of these cases is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding under 28 U.S.C. § 157(b)(2)(A).

4. By orders of the Court dated November 7, 2008 [Dkt. # 28] and April 15, 2009 [Dkt. # 124], the Debtor was authorized to employ and retain Butler Snow as its bankruptcy counsel to prosecute this Chapter 11 case and all related matters and to render the legal services necessary to the Debtor during its Chapter 11 case, as more fully described in that Order (the “Retention Orders”).

5. Butler Snow does not hold or represent any interest adverse to the Debtor's estate, and is a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code, as disclosed in the Affidavit of Stephen W. Rosenblatt which is an exhibit to the *Application to Employ Butler Snow as Bankruptcy Counsel* [Dkt. #008]. Butler Snow also disclosed its connections to various parties-in-interest that it has been able to ascertain using reasonable efforts.

6. The Retention Orders authorizes the Debtor to compensate Butler Snow at its regular hourly rates charged for services of this type (subject to the hourly rate limitations stated in the Retention Orders) and to reimburse Butler Snow for actual and necessary out-of-pocket expenses that it incurs, subject to application to this Court in accordance with the Bankruptcy Code, the Bankruptcy Rules, and all orders of this Court.

7. The services rendered by Butler Snow as bankruptcy counsel for the Debtor and its bankruptcy estate and the expenses incurred by Butler Snow has benefited the bankruptcy estate. The Affidavit of Stephen W. Rosenblatt addresses the legal services rendered and expenses incurred by Butler Snow is attached as Exhibit “A.” The Affidavit reflects that the services rendered to the Debtor were reasonable and necessary and that these services actually have been rendered. A

detailed itemization of the services rendered by Butler Snow and the expenses incurred by Butler Snow is attached as Exhibit "B."

8. The fees charged and expenses incurred by Butler Snow represent reasonable and necessary fees and expenses that were required to be extended by counsel to the Debtor in all matters which arise in handling bankruptcy case administration and litigation, and which were necessary to protect and preserve all rights of the Debtor and the interests of creditors in furtherance of counsel's obligation herein. Such fees and expenses have served to enhance the value of the property of the estate.

9. In accordance with the factors enumerated in 11 U.S.C. § 330, the amount of fees requested for Butler Snow is fair and reasonable in light of: (a) the complexity of this case; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

10. In accordance with Bankruptcy Rule 2016(b), Butler Snow has neither shared, nor agreed to share, (a) any compensation it has received or may receive with another part or person other than as permitted by section 504(b) of the Bankruptcy Code, or (b) any compensation another person or party has received or may receive in connection with these cases.

11. In its First Application [Dkt. #164], Butler Snow sought the allowance of compensation for professional services rendered in this proceeding for the total amount of \$93,590.87, of which \$89,198.50 is for fees for services rendered and \$4,392.37 is for expenses incurred the period of November 4, 2008 through June 30, 2009. By its Order dated August 12, 2008 [Dkt. #172], the Court approved an award to Butler Snow of \$88,764.00 (\$89,198.50 less \$434.50 for a paralegal rate holdback reserve) for allowed fees for services rendered as counsel to the Debtor, plus expenses of \$4,392.37 for expenses incurred as counsel to the Debtor, for a total of \$93,156.37.

12. This is the second request by the Debtor for allowance of compensation for professional services rendered in this proceeding by Butler Snow. This request covers the period of July 1, 2009 through October 31, 2009 for the allowance of compensation of \$30,237.00 (\$30,292.00 less \$55.00 for a paralegal rate holdback reserve) and reimbursement of expenses of \$5,915.34, for a total amount requested of \$36,152.34.

WHEREFORE, Butler Snow prays that it be granted allowed administrative expenses claim for the: (i) reasonable and necessary professional services Butler Snow has rendered to the Debtor during the Initial Fee Period of \$30,237.00 (\$30,292.00 less \$55.00 for a paralegal rate holdback reserve) and (ii) reimbursement of actual and necessary costs and expenses incurred by Butler Snow during the Initial Fee Period of \$5,915.34, for a total amount requested by Butler Snow of \$36,152.34.

THIS, the 24th day of November, 2009

Respectfully submitted,

WAREHOUSE 86, LLC

By: s/Stephen W. Rosenblatt

Stephen W. Rosenblatt
One of Its Attorneys

OF COUNSEL:

Stephen W. Rosenblatt; MB No. 5676
Paul M. Ellis; MB No. 102259
BUTLER, SNOW, O'MARA, STEVENS & CANNADA, PLLC
1020 Highland Colony Parkway, Suite 1400
Ridgeland, MS 39157
P.O. Box 6010
Ridgeland, MS 39158-6010
Telephone: (601) 948-5711
Fax: (601) 985-4500
steve.rosenblatt@butlersnow.com
paul.ellis@butlersnow.com

CERTIFICATE OF SERVICE

I, Stephen W. Rosenblatt, certify that I have this date caused to be served, via electronic filing transmission or United States mail, postage prepaid, a true and correct copy of the above and foregoing to the following:

Ronald McAlpin, Esq.
Office of the United States Trustee
Suite 706, A. H. McCoy Federal Building
100 West Capitol Street
Jackson, MS 39269

Ms. Teresa M Shipe
Katt Worldwide Logistics, Inc.
4105 So. Mendenhall Road
Memphis, TN 38115
tshipe@kattworld.com

Edwin W. Christensen, Esq.
Overstock.com, Inc.
6350 S. 3000 E.
Salt Lake City, Utah 54212
echristensen@overstock.com

Mr. Bobby Thomas
Thomas Sales & Services, Inc.
2300 Sitler St., Bldg. 685
Memphis, TN 38114
bthomas@abcthomas.com

THIS, the 24th day of November, 2009.

s/ Stephen W. Rosenblatt
Stephen W. Rosenblatt

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF MISSISSIPPI**

In re:

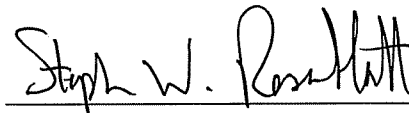
WAREHOUSE 86, LLC

Debtor

**CASE NO. 08-03423-EE
Chapter 11**

AFFIDAVIT


PERSONALLY APPEARED BEFORE ME, the undersigned authority, in and for the jurisdiction aforesaid, Stephen W. Rosenblatt (the "Affiant"), attorney for the Debtor, who after having been first by me duly sworn, states on oath that this Affidavit is submitted in support of Butler, Snow, O'Mara, Stevens & Cannada, PLLC's Second Application for Allowance of Compensation and Reimbursement of Necessary Expenses (the "Application") and that the statements which are attached to the Application as Exhibit "B" represent a detailed statement of its reasonable fees and expenses.



STEPHEN W. ROSENBLATT

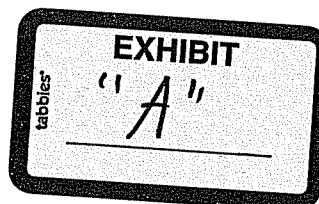
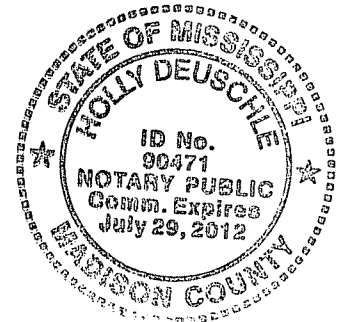
STATE OF MISSISSIPPI
COUNTY OF MADISON

SWORN TO AND SUBSCRIBED BEFORE ME, this the 24th day of November, 2009.


NOTARY PUBLIC

My Commission Expires: July 29, 2012

Jackson 4603038v1



BUTLER | SNOW

BUTLER, SNOW, O'MARA, STEVENS & CANNADA, PLLC

Post Office Box 6010
Ridgeland, MS 39158-6010
(601) 948-5711
Facsimile (601) 985-4500

Mr. Ernest K. Strahan III
Warehouse 86, LLC
P. O. Box 17361
Memphis, TN 38187

November 19, 2009
Statement: 359127
Matter ID: 027821.66957
Billing Attorney:
Stephen W. Rosenblatt
Due Date: December 4, 2009

STATEMENT SUMMARY

For Services Rendered Through October 31, 2009

Client: Warehouse 86, LLC
Matter: Chapter 11 Bankruptcy

TOTAL FEES FOR CURRENT BILLING PERIOD	\$30,292.00
TOTAL COSTS FOR CURRENT BILLING PERIOD	<u>\$5,915.34</u>
TOTAL CURRENT BILLING FOR THIS MATTER	\$36,207.34
Total Of Unpaid Balances From Prior Statements*	<u>434.50</u>
TOTAL AMOUNT DUE FOR THIS MATTER	<u><u>36,641.84</u></u>

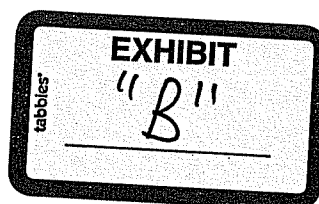
NOTE: Payments received since the last statement and applied to prior statements - \$93,156.37

AGING OF ACCOUNTS RECEIVABLE

<u>CURRENT</u>	<u>31-60 DAYS</u>	<u>61-90 DAYS</u>	<u>91-120 DAYS</u>	<u>OVER 120 DAYS</u>
36,207.34	0.00	0.00	0.00	434.50

*UNPAID BALANCES FROM PRIOR STATEMENTS

7/16/2009	351943	\$434.50
-----------	--------	----------



BUTLER | SNOW

BUTLER, SNOW, O'MARA, STEVENS & CANNADA, PLLC

Post Office Box 6010
 Ridgeland, MS 39158-6010
 (601) 948-5711
 Facsimile (601) 985-4500

Mr. Ernest K. Strahan III
 Warehouse 86, LLC
 P. O. Box 17361
 Memphis, TN 38187

November 19, 2009
 Statement: 359127
 Matter: 027821.66957
 Billing Attorney:
 Stephen W. Rosenblatt
 Due Date: December 4, 2009

STATEMENT

For Services Rendered Through October 31, 2009

Client: Warehouse 86, LLC
 Matter: Chapter 11 Bankruptcy

PROFESSIONAL FEES

<u>DATE</u>		<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
7/1/2009	JBG	Meet with Richard Booker and Ernie Strahan to review fire and tornado losses with respect to conveyor loss (.2.9).	2.90	812.00
7/1/2009	DPH	Compile list of new or amended creditors for Notice re same; work on creditor matrix matters (.8).	0.80	88.00
7/1/2009	SWR	Prepare and file notice of amendment to schedules to added creditors (.2).	0.20	60.00
7/2/2009	SWR	Correspondence with Jim Galloway regarding meeting with insurance adjuster regarding fire and tornado loss (.2).	0.20	60.00
7/6/2009	SWR	Review notice of objection deadline and preliminary hearing on disclosure statement (.2); correspondence with Ernie Strahan regarding same (.2); correspondence with Donna Ezell regarding service of same (.1).	0.50	150.00
7/7/2009	DPH	Phone conference with Bankruptcy Court and work on Creditor Matrix matters (.3).	0.30	33.00
7/7/2009	SWR	Correspondence with Heather Deaton of Mississippi State Tax Commission regarding sales and withholding accounts and assessments (.2); correspondence with Ernie Strahan and Lisa McDaniel regarding same (.2).	0.40	120.00
7/8/2009	SWR	Telephone conference with Ernie Strahan regarding update on insurance and bank account (.2).	0.20	60.00
7/9/2009	SWR	Correspondence with Ernie Strahan regarding opening interest-bearing escrow account (.2); correspondence with Donna Ezell regarding certificate of service of notice, disclosure statement and plan (.2).	0.40	120.00
7/10/2009	SWR	Correspondence with Ernie Strahan regarding inquiry from	0.20	60.00

		Excel Transportation (.2).		
7/13/2009	SWR	Correspondence with Lisa McDaniel regarding closing of account of Warehouse 86 with Mississippi State Tax Commission (.2); correspondence with Lisa McDaniel regarding monthly operating report for June 2009 (.3); correspondence with Heather Deaton regarding closing of account with Mississippi State Tax Commission (.2).	0.70	210.00
7/14/2009	DPH	Receive and review Claim Filing of Questar Gas and update claims ledger re same (.2).	0.20	22.00
7/14/2009	SWR	Correspondence with Heather Deaton of Mississippi State Tax Commission regarding closed accounts and tax liability (.1); correspondence with Ernie Strahan regarding updated addresses (.1); prepare and file amended mailing matrix (.1); telephone conference with Ernie Strahan regarding status of insurance claim (.2); correspondence with James McCullough regarding preliminary hearing on RadioShack motion (.2); telephone conference with Marcus Wilson regarding status of case and postponement of same (.2); telephone conference and correspondence with Marcus Wilson, Kimber McDowell and Rita Greer regarding same (.3); correspondence and telephone conference with Paul Calhoun regarding fee application (.2); telephone conference with adjuster for insurance company regarding tornado and fire loss claims (.3); telephone conference with Ernie Strahan regarding same (.1); conference with Jim Galloway regarding same (.1); telephone conference with Paul Calhoun regarding tax ramifications (.2); review priority claim of Questar and correspondence with Donna Hardin regarding updating claims chart (.1); correspondence with Bank of America regarding opening new DIP account (.2).	2.40	720.00
7/15/2009	SWR	Review order resetting hearing on RadioShack motion and correspondence with Ernie Strahan regarding same (.1); telephone conference with adjuster regarding claim amount and adjustment of claim (.3); correspondence with Ernie Strahan and Jim Galloway regarding same (.2); telephone conference with Marcus Wilson regarding same (.3); correspondence with Richard Booker regarding adjustment of claim and loss payees (.3); additional correspondence with Ernie Strahan and Bank of America regarding new DIP account (.2); prepare change of address forms (.1); telephone conference and correspondence with Ernie Strahan regarding customers of debtor (.2); review withdrawal of claim by UPS (.2).	1.90	570.00
7/16/2009	SWR	Correspondence with Ernie Strahan regarding documents for new DIP account with Bank of America (.1); correspondence with Tammie Danforth of Bank of America regarding establishment of new DIP account (.2); prepare and file change of address form (.1).	0.40	120.00

BUTLER | SNOW

BUTLER, SNOW, O'MARA, STEVENS & CANNADA, PLLC

Warehouse 86, LLC
November 19, 2009
Statement: 359127
Page 3

7/17/2009	SWR	Correspondence with Marcus Wilson regarding settlement with EMC Insurance Companies (.3); telephone conferences with Paul Calhoun regarding requested information for application for fees and expenses (.3); finalize and file fee application for Haddox Reid (.3); finalize and file fee application for Butler Snow (.2); prepare, file and serve notices of applications (.2);.	1.30	390.00
7/20/2009	JBG	Various e-mails and other conferences re: the settlement checks and negotiations with SCK (.4).	0.40	112.00
7/20/2009	DPH	Receive notification of UPS amendment and verify claims analysis spreadsheet re same (.2).	0.20	22.00
7/20/2009	SWR	Correspondence with Richard Booker regarding adjustment of tornado loss (.2); correspondence with Ernie Strahan and Jim Galloway regarding same (.2); voice mail from EMC regarding payment of fire loss (.1); telephone conference with Debra Sawyer regarding service of notice of fee application and current address for debtor (.2); correspondence with Tammie Danforth of Bank of America regarding new account (.1); review amended proof of claim of UPS (.1); correspondence with Donna Hardin regarding same (.1); correspondence with Jim Galloway regarding message from EMC (.1).	1.10	330.00
7/21/2009	SWR	Correspondence with EMC Insurance Companies regarding checks (.2); telephone conference with Ernie Strahan regarding same (.2); correspondence with Richard Booker regarding reissuance of checks (.3); correspondence with Teresa Shipe regarding hearing on disclosure statement (.1).	0.80	240.00
7/22/2009	SWR	Correspondence with Chuck Herrold regarding payees on check (.1); telephone conference with Jim Jones regarding same (.2); telephone conference and correspondence with Ernie Strahan regarding documentation for claim (.3); correspondence with Chuck Herrold of EMC regarding documentation concerning proper payees for check (.2); correspondence with Jim Jones regarding return of checks and request for reissuance (.3); telephone conference with Marcus Wilson regarding status of insurance settlement and settlement discussions (.3); conference with Jim Galloway regarding settlement offer to SC Kiosks (.2); correspondence with Ernie Strahan regarding DIP account (.1); correspondence with Ernie Strahan regarding past due notices from DHL (.2); letter to DHL regarding same (.2).	2.10	630.00
7/23/2009	JBG	Conference with S. Rosenblatt re: the SC Kiosk claim allocation (.1).	0.10	28.00
7/23/2009	SWR	Correspondence with Ernie Strahan regarding updated address information (.1); telephone conference with	0.90	270.00

BUTLER | SNOW

BUTLER, SNOW, O'MARA, STEVENS & CANNADA, PLLC

Warehouse 86, LLC
November 19, 2009
Statement: 359127
Page 4

		PayPal regarding same (.2); prepare amendment to creditor matrix (.1); telephone conference with Ernie Strahan regarding offer to settle with SC Kiosks (.2); conference with Jim Galloway regarding same (.1); finalize letter to DHL regarding violation of automatic stay (.2).		
7/24/2009	SWR	Correspondence with Marcus Wilson regarding check endorsement procedures (.3); correspondence with Jim Jones of EMC regarding reissued checks (.1); correspondence with Ernie Strahan regarding same (.1); correspondence with Marcus Wilson regarding endorsement of checks (.2); correspondence with Marcus Wilson regarding request for settlement offer (.2); correspondence with Ernie Strahan regarding endorsement of checks (.1).	1.00	300.00
7/27/2009	JBG	Various e-mails to and from S. Rosenblatt re: the insurance claim and proper distribution (.4).	0.40	112.00
7/27/2009	SWR	Correspondence with Tony Davis of Crawford & Company regarding Southaven building loss and notices from bankruptcy court (.1); review correspondence with Marcus Wilson regarding status of insurance claim of RadioShack against Liberty Mutual (.2); correspondence with Jim Galloway regarding same and impact on settlement offer (.2).	0.50	150.00
7/28/2009	SWR	Correspondence with Tammie Danforth regarding DIP escrow account (.1); correspondence with Marcus Wilson regarding status report and settlement offer (.4); correspondence with Ernie Strahan and Jim Galloway regarding same (.2); review proof of claim of Weber County, UT (.1); correspondence with Ernie Strahan regarding same (.2).	1.00	300.00
7/30/2009	DPH	Receive and review Proof of Claim from Weber County and update Matrix and calculation of claims (.3).	0.30	33.00
7/30/2009	SWR	Correspondence with Marcus Wilson regarding response of RadioShack to settlement offer (.2); correspondence with Ernie Strahan and Jim Galloway regarding same (.2).	0.40	120.00
8/3/2009	JBG	Various e-mails from and to S. Rosenblatt re: the declaratory judgment action to be filed in the bankruptcy action (.2).	0.20	56.00
8/3/2009	SWR	Telephone conference with Danny Miller regarding placing funds in registry of Court (.2); correspondence with Ernie Strahan and Jim Galloway regarding same (.2); correspondence with Ernie Strahan regarding settlement offer to RadioShack (.2); correspondence with Paul Calhoun regarding income tax issues (.2); correspondence with Jack Nichols regarding same (.2); correspondence with Marcus Wilson regarding deposit of	1.60	480.00

BUTLER | SNOW

BUTLER, SNOW, O'MARA, STEVENS & CANADA, PLLC

Warehouse 86, LLC
November 19, 2009
Statement: 359127
Page 5

		funds into registry of court and endorsement of checks (.3); correspondence with Danny Miller regarding same (.2); correspondence with Eric Eilertsen regarding current address (.1).		
8/4/2009	JBN	Work on analysis of tax issues on partnership tax return (3.3).	3.30	528.00
8/4/2009	SWR	Review correspondence with Paul Calhoun regarding Form 1065 for Debtor (.2); correspondence with Jack Nichols and Ernie Strahan regarding same (.2); conference call with Ernie Strahan and Jack Nichols regarding same (.3); correspondence with Paul Calhoun regarding conference call to discuss tax issues (.2); correspondence with Danny Miller regarding tendering insurance checks (.1); correspondence with Marcus Wilson regarding same (.1); conference call with Paul Calhoun, Ernie Strahan and Jack Nichols regarding tax return issues (.7); correspondence with Paul Ellis regarding motions to reject leases and/or contracts (.1); correspondence with Ron McAlpin regarding limitation of compensation for paralegals on fee application (.2); correspondence with Paul Calhoun regarding requested documents and pleadings (.3).	2.40	720.00
8/5/2009	SWR	Correspondence with Ron McAlpin regarding paralegal rates in chapter 11 cases (.2).	0.20	60.00
8/6/2009	SWR	Correspondence with Jim Galloway regarding complaint for declaratory judgment (.1); correspondence with DHL regarding automatic stay (.2).	0.30	90.00
8/7/2009	SWR	Work on initial draft of orders approving fee applications for Butler Snow and for Haddox Reid (.3); voice mail from Marcus Wilson regarding execution of insurance settlement checks (.1).	0.40	120.00
8/8/2009	SWR	Correspondence with Marcus Wilson regarding endorsed check and status of other check (.2); correspondence with Chuck Herrold regarding status of second check (.2).	0.40	120.00
8/10/2009	SWR	Correspondence with Chuck Herrold of EMC regarding tornado loss (.3); correspondence with Ernie Strahan and Jim Galloway regarding same (.2); finalize orders approving fee applications of Haddox Reid and Butler Snow (.5).	1.00	300.00
8/11/2009	SWR	Correspondence with Judge Ellington regarding order approving fee application of Haddox Reid (.1); correspondence with Judge Ellington regarding order approving fee application of Butler Snow (.1).	0.20	60.00
8/12/2009	SWR	Correspondence with Chuck Herrold regarding settlement of tornado claim (.2); correspondence with Ernie Strahan	1.10	330.00

		and Jim Galloway regarding same (.1); correspondence with Jim Galloway regarding status of declaratory judgment action (.2); correspondence with Paul Calhoun regarding order allowing fees for Haddox Reid (.2); correspondence with Ernie Strahan regarding order allowing fees for Butler Snow (.2); correspondence with Marcus Wilson regarding tornado loss (.2).		
8/13/2009	JBG	Review file for pertinent detail, draft the complaint for declaratory judgment, and forward same to S. Rosenblatt for review (1.1).	1.10	308.00
8/13/2009	SWR	Telephone conference with Ernie Strahan regarding status report (.1); correspondence with Jim Galloway and review draft of declaratory judgment complaint (.3); correspondence with Ernie Strahan regarding payment of professional fees (.2).	0.60	180.00
8/14/2009	SWR	Telephone conference with Ernie Strahan regarding statement for prepetition services (.2); correspondence with Jim Jones of EMC regarding insurance check for tornado loss (.2); correspondence with Jim Jones regarding insurance policy and review same (.3); correspondence with Ernie Strahan regarding insurance checks (.1); correspondence with Lisa McDaniel regarding corrected monthly operating report (.2); correspondence with Ronnie Walker regarding same (.1); correspondence with Marcus Wilson regarding endorsement of insurance checks (.2); correspondence with Jim Galloway regarding statement of loss (.2); correspondence with Marcus Wilson regarding endorsement of insurance check (.2); telephone conference with Marcus Wilson regarding same (.1); correspondence with Ernie Strahan regarding statement (.1).	1.90	570.00
8/15/2009	SWR	Correspondence with Lisa McDaniel regarding updated monthly operating report for July (.1).	0.10	30.00
8/17/2009	SWR	Telephone conference with Ernie Strahan regarding endorsement of insurance checks (.2); correspondence with Ron McAlpin regarding responses to inquiries on Plan treatment for administrative creditors (.2); telephone conference with Eric Eilertsen regarding status of claim and insurance proceeds (.2); correspondence with Maria Baronich regarding question about monthly operating report (.2); correspondence with Ernie Strahan regarding authorization to endorse checks (.2); correspondence with Jim Galloway regarding complaint for declaratory judgment (.3).	1.30	390.00
8/18/2009	JBG	Telephone conference with and conference with S. Rosenblatt re: the insurance claim of SCK (1.2); receive and review of the Proof of Claim of SCK, and related and	5.40	1,512.00

attached documents, including the lease, sub-lease and all related and attached exhibits and schedules (4.2).

8/18/2009	SWR	Work on declaratory judgment complaint (1.1); correspondence and telephone conference with James McCullough regarding preliminary hearing (.2); correspondence with Marcus Wilson regarding deposit of insurance proceeds (.3); correspondence with Marcus Wilson regarding proposed order (.2); correspondence with Ernie Strahan regarding lease termination issues (.1); attend pretrial hearing on motion of SCK to lift stay (.6); conference with Mitzie Nations regarding placing insurance proceeds into registry of court (.3); correspondence with Jim Galloway regarding proof of claim of SCK (.2); conference with Jim Galloway (.6); correspondence with Jim Galloway regarding lease termination letter (.2); correspondence with Jim Galloway regarding insurance policy (.1); correspondence with Jim Galloway regarding lease documents (.1); correspondence with Ernie Strahan regarding claims objection process (.3); correspondence with Ernie Strahan regarding Merchandise Manufacturing claim (.2); correspondence with Ernie Strahan regarding conference to discuss claims objections (.2).	4.70	1,410.00
8/19/2009	JBG	Continue review of prime lease, the sublease, the equipment master lease, both equipment sub-leases, the insurance claims and all related documents in an effort to sort out the priorities of claims, the rights and obligations of the parties in view of the agreements and the early termination of the prime lease by Radio Shack (2.7); review the complete copy of the insurance policy to coordinate its provisions with the requirements of the lease and sublease (1.9).	4.60	1,288.00
8/19/2009	SWR	Correspondence with Ernie Strahan regarding hearing on disclosure statement (.1); correspondence with Jim Galloway regarding objection to claim of SCK (.3); correspondence with Ernie Strahan regarding claims analysis (.3); review leases and sublease (.7); correspondence with Jim Galloway regarding same (.4); review notes and analysis of lease provision (.4); correspondence with Marcus Wilson regarding confirmation of position of SCK (.2); correspondence with Jim Galloway regarding same (.4); correspondence with Marcus Wilson regarding copy of insurance policy (.2); correspondence with Marcus Wilson regarding endorsed check (.1).	3.10	930.00
8/20/2009	JBG	Continue review of the leases and related documents in an effort to determine the rights of parties to insurance proceeds and to the security deposit (4.3).	4.30	1,204.00
8/20/2009	SWR	Briefly review objection of SCK to disclosure statement	0.40	120.00

BUTLER | SNOW

BUTLER, SNOW, O'MARA, STEVENS & CANNADA, PLLC

Warehouse 86, LLC
November 19, 2009
Statement: 359127
Page 8

		(.2); correspondence with Ernie Strahan, Paul Ellis and Jim Galloway regarding same (.2).		
8/21/2009	PME	Conference w/ S. Rosenblatt and E. Strahan re: objections to claims (1.4).	1.40	224.00
8/21/2009	PME	Legal research regarding equitable estoppel (.6).	0.60	96.00
8/21/2009	PME	Work on Objections to Proofs of Claim (1.4).	1.40	224.00
8/21/2009	PME	Research Keith Martin Mack lawsuit (.2); telephone conference with Maricopa County, Arizona clerk re: Mack's Application and Affidavit of Default against Warehouse 86 (.2); conference w/ S. Rosenblatt re: same (.1).	0.50	80.00
8/21/2009	JBG	Continue review of the leases and sublease, as well as the insurance policy, in an effort to quantify the losses and allocate the same between SCK/Radioshack and WH86 (3.2).	3.20	896.00
8/21/2009	SWR	Correspondence with Richard Booker regarding request for statement of loss for fire insurance (.2); conference call with Ernie Strahan and Paul Ellis regarding review of claims filed in case for claims objections (.8); review objection of Keith Mack to Disclosure Statement and conference with Paul Ellis regarding same (.4); correspondence with Ernie Strahan regarding same (.1); correspondence with Ernie Strahan regarding objection to disclosure statement by RadioShack (.1); correspondence with unsecured creditors' committee regarding objections to disclosure statement and status report (.3); correspondence with Ernie Strahan regarding rent invoices and check documents (.2); correspondence with Marcus Wilson regarding security deposit (.2); correspondence with Jim Galloway, Paul Ellis and Ernie Strahan regarding claim to insurance proceeds and related documents (.8); telephone conference with Eric Eilertsen regarding status of insurance and disposition of conveyor and racking (.3); correspondence with Ernie Strahan regarding salvage (.2); correspondence with Ernie Strahan, Paul Ellis and Jim Galloway regarding rent payments (.3); correspondence with Ernie Strahan regarding amended monthly operating report to reflect security deposit (.2).	4.10	1,230.00
8/22/2009	SWR	Research on insurance proceeds as property of the estate and allocation of proceeds of insurance policy (.9).	0.90	270.00
8/24/2009	PME	Work on and revise Objections to Claim (1.1).	1.10	176.00
8/24/2009	JBG	Work on the Declaratory Judgement action (2.3); review of lease provisions and applicable law to determine the rights of SCK and WH86 to the insurance proceeds (1.3).	3.60	1,008.00
8/24/2009	DPH	Review and compile documents sent to Merchandise	0.40	44.00

Manufacturing (.4).

8/24/2009	SWR	Research on insurance proceeds as property of the estate (.7); research regarding proper description of avoidance actions in disclosure statement (.5); prepare response to objection to disclosure statement by SCK (1.2); prepare objection to disclosure statement by Keith Martin Mack (.9); letter to InMotion Systems regarding salvage value (.2); correspondence with Callan Salvage regarding racking (.2); correspondence with R. Booker regarding statement of loss for fire and checks for proceeds (.2); prepare motion for authority to deposit proceeds into registry of court (.5); correspondence with Marcus Wilson, Eddie Christensen and James McCullough regarding same (.4); correspondence with Paul Ellis and Jim Galloway regarding preliminary hearing (.2); correspondence with Marcus Wilson regarding proposed revised motion to deposit funds (.2); correspondence with Ernie Strahan regarding letters to consignors (.2); correspondence with Paul Ellis regarding objections to claims (.3); revise complaint for declaratory judgment (.6); correspondence with Jim Galloway and Paul Ellis regarding same (.2).	6.50	1,950.00
8/25/2009	PME	Review and revise Complaint for Declaratory Judgment against SCK; conference w/ S. Rosenblatt and J. Galloway re: same (1.8).	1.80	288.00
8/25/2009	PME	Conference call w/ unsecured creditors committee re: complaint for declaratory judgment against SCK (.7).	0.70	112.00
8/25/2009	JBG	Two conferences with S. Rosenblatt and others regarding the declaratory judgment action and the division of insurance proceeds (1.9); receive and review various pleadings and other documents for review in light of the insurance issues involved (.9).	2.80	784.00
8/25/2009	SWR	Research on issue of damages for breach of covenant of quiet enjoyment (.7); conference with Jim Galloway and Paul Ellis regarding discussion of claims of SCK to insurance proceeds (.6); correspondence with Eddie Christensen and James McCullough regarding conference call (.2); correspondence with Marcus Wilson regarding proposed revisions to motion (.2); finalize and file response to objections to claims to disclosure statement of SCK and Mack (.7); attend preliminary hearing on objections to disclosure statement and motion of SCK to lift automatic stay (.7); conference call with Eddie Christensen, James McCullough and Jim Galloway regarding course of action regarding insurance proceeds and chapter 11 case (.7); revise and finalize proposed motion to deposit funds into registry of court (.4); correspondence with Marcus Wilson and James McCullough regarding same (.2); correspondence with unsecured creditors' committee regarding response of	5.60	1,680.00

		Debtor to objections to disclosure statement and status report on case (.5); finalize and file motion to deposit funds (.1); correspondence with Marcus Wilson regarding same (.2); correspondence with committee regarding same (.2); letter to Mitzie Nations regarding deposit of checks (.2).		
8/26/2009	SWR	Conference with Mitzie Nations and Judge Ellington regarding deposit of funds into registry of court (.5); finalize and file motion to deposit funds into registry of court (.2); correspondence with Mitzie Nations regarding deposit of insurance proceeds (.2); correspondence with Judge Ellington regarding order approving same (.2); correspondence with Ernie Strahan regarding resetting hearings on objections to disclosure statement and motion of SCK to lift stay (.2).	1.30	390.00
8/27/2009	SWR	Correspondence with Marcus Wilson regarding entry of order approving deposit of insurance proceeds into registry of court (.1); correspondence with Jim Galloway regarding interpretation of paragraph in sublease regarding insurance (.3); correspondence with Ernie Strahan regarding call from collection lawyer (.2).	0.60	180.00
8/31/2009	SWR	Correspondence with Ernie Strahan regarding contact from Bennett law firm (Rocky Mountain Power) (.1); telephone conference with Eddy and Michelle regarding same (.1).	0.20	60.00
9/3/2009	SWR	Telephone conference with Steve McLaren of Callan Salvage regarding salvage of racking system (.2); correspondence with Ernie Strahan regarding Utah unemployment issue (.2); correspondence with Ernie Strahan regarding updated address for creditor (.1); review Utah Secretary of State records for new address (.1); revise letter to InMotion Systems regarding salvage of conveyor systems (.2);.	0.80	240.00
9/4/2009	SWR	Correspondence with Ernie Strahan regarding calls from collection agency (.1); correspondence with Ernie Strahan regarding notification from Utah Department of Workforce Services regarding closing of account (.1).	0.20	60.00
9/9/2009	SWR	Correspondence with Ron McAlpin regarding filing monthly operating reports (.1).	0.10	30.00
9/14/2009	SWR	Telephone conferences with Scott Rettinger of inMotion regarding salvage issues (.5).	0.50	150.00
9/17/2009	SWR	Correspondence with Marcus Wilson regarding request for documents (.2); correspondence with Jim Galloway and Paul Ellis regarding same (.1); correspondence with Lisa McDaniel regarding monthly operating report for August (.2).	0.50	150.00

BUTLER | SNOW

BUTLER, SNOW, O'MARA, STEVENS & CANNADA, PLLC

Warehouse 86, LLC
November 19, 2009
Statement: 359127
Page 11

9/22/2009	PME	Work on Objections to Proofs of Claim (.8).	0.80	128.00
9/22/2009	JBG	Brief conference with Paul Ellis; receive and review Marcus Wilson's letter to Rosenblatt requesting certain documents in connection with the EMC settlement (.2).	0.20	56.00
10/1/2009	PME	Draft Motion to Approve Compromise and Settlement with EMC and draft Proposed Order granting same (2.3).	2.30	368.00
10/1/2009	SWR	Telephone conference with Keith Mack regarding objection to disclosure statement (.2); conference with Paul Ellis regarding SKC objection to disclosure statement (.2); correspondence with Paul Ellis regarding EMC pleadings (.2).	0.60	180.00
10/5/2009	SWR	Review new objection of Keith Mack to disclosure statement (.2); correspondence with Paul Ellis regarding objection to same (.1); telephone conference with Ron McAlpin regarding same (.2).	0.50	150.00
10/6/2009	SWR	Attend status conference and preliminary hearing on disclosure statement and relief from stay and conference with Marcus Wilson regarding various issues related to same (.9).	0.90	270.00
10/7/2009	SWR	Correspondence with Ron McAlpin regarding monthly operating reports (.1); correspondence with Lisa McDaniel and Ernie Strahan regarding same (.2); correspondence with Ernie Strahan regarding objection to disclosure statement filed by Keith Mack (.2); correspondence with Paul Ellis regarding same (.1).	0.60	180.00
10/9/2009	SWR	Correspondence and telephone conference with Ernie Strahan and Lisa McDaniel regarding corrections and updates to monthly operating reports (.5); review draft of amended monthly operating report and correspondence with Lisa McDaniel regarding same (.2); work on motion for authority to compromise and settle (.5).	1.20	360.00
10/12/2009	SWR	Telephone conference with Lisa McDaniel regarding monthly operating reports (.3); review amended monthly operating reports for June - September (.3).	0.60	180.00
10/13/2009	SWR	Finalize and file monthly operating reports for June - September 2009 (.3); correspondence with Ernie Strahan regarding motion for authority to settle insurance claim (.2); correspondence with Ernie Strahan regarding same (.2).	0.70	210.00
10/16/2009	SWR	Telephone conference with Maria Baronich regarding monthly operating reports (.1); voice mail from Ernie Strahan regarding Progressive Insurance litigation (.1); voice mail from Eric Eilertsen regarding request for status report (.1).	0.30	90.00

BUTLER | SNOW

BUTLER, SNOW, O'MARA, STEVENS & CANNADA, PLLC

Warehouse 86, LLC
November 19, 2009
Statement: 359127
Page 12

10/21/2009	SWR	Telephone conference with Ernie Strahan regarding telephone conference from A. DeLara regarding automobile accident involving Ms. Carrillo (.3); telephone conference with A. Delara regarding request for affidavit from Warehouse 86 (.3); correspondence with A. DeLara regarding same (.1).	0.70	210.00
10/23/2009	SWR	Correspondence with Ernie Strahan regarding response to Progressive's attorney (.1).	0.10	30.00
10/28/2009	SWR	Correspondence with Alisa Wigley-DeLara regarding affidavit and Motion for Summary Judgment for Progressive (.3); correspondence with Jim Jones regarding W-9 for Warehouse 86 (.2); work on application for fees and expenses for Butler Snow and for Haddox Reid (.6).	1.10	330.00
10/29/2009	SWR	Correspondence with Ernie Strahan regarding accounting fees for Warehouse 86 (.2); correspondence with Ernie Strahan regarding calls from Tiffany of Bennett law firm (.2); correspondence with Alisa Wigley-DeLara regarding Progressive Insurance lawsuit (.2).	0.60	180.00

Sub-total Fees: 30,292.00

Rate Summary

Paul M Ellis	10.60	hours at \$ 160.00 /hr	1,696.00
James B. Galloway	29.20	hours at \$ 280.00 /hr	8,176.00
Donna P. Hardin	2.20	hours at \$ 110.00 /hr	242.00
Jack B. Nichols	3.30	hours at \$ 160.00 /hr	528.00
Stephen W. Rosenblatt	65.50	hours at \$ 300.00 /hr	19,650.00
			<hr/>
Subtotal:	110.80		30,292.00

EXPENSES

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
6/10/2009	Cash disbursement check to.	1,039.00
6/30/2009	Pacer Expense - June, 2009.	22.64
7/1/2009	No Charge Image Reproduction 50 pages.	0.00
7/1/2009	Postage Expense.	15.57
7/1/2009	Image Reproduction 330 pages.	33.00
7/6/2009	No Charge Image Reproduction 1 pages.	0.00
7/7/2009	Image Reproduction 32675 pages.	3,267.50
7/7/2009	Postage Expense.	45.00
7/7/2009	No Charge Image Reproduction 50 pages.	0.00
7/7/2009	Postage Expense.	1,210.25

BUTLER | SNOW

BUTLER, SNOW, O'MARA, STEVENS & CANNADA, PLLC

Warehouse 86, LLC
November 19, 2009
Statement: 359127
Page 13

7/14/2009	No Charge Image Reproduction 50 pages.	0.00
7/14/2009	Image Reproduction 213 pages.	21.30
7/16/2009	No Charge Image Reproduction 20 pages.	0.00
7/17/2009	No Charge Image Reproduction 50 pages.	0.00
7/17/2009	Image Reproduction 14 pages.	1.40
7/17/2009	Image Reproduction 707 pages.	70.70
7/17/2009	No Charge Image Reproduction 50 pages.	0.00
7/20/2009	Postage Expense.	104.11
7/20/2009	No Charge Image Reproduction 3 pages.	0.00
7/21/2009	No Charge Image Reproduction 13 pages.	0.00
7/22/2009	No Charge Image Reproduction 7 pages.	0.00
7/24/2009	No Charge Image Reproduction 1 pages.	0.00
7/29/2009	No Charge Image Reproduction 1 pages.	0.00
8/1/2009	Cash disbursement check to Stephen W. Rosenblatt. Fee for filing amendment.	26.00
8/10/2009	No Charge Image Reproduction 17 pages.	0.00
8/11/2009	No Charge Image Reproduction 41 pages.	0.00
8/12/2009	Image Reproduction 21 pages.	2.10
8/12/2009	No Charge Image Reproduction 50 pages.	0.00
8/14/2009	No Charge Image Reproduction 3 pages.	0.00
8/18/2009	No Charge Image Reproduction 50 pages.	0.00
8/18/2009	Image Reproduction 243 pages.	24.30
8/19/2009	Image Reproduction 77 pages.	7.70
8/19/2009	No Charge Image Reproduction 50 pages.	0.00
8/21/2009	No Charge Image Reproduction 50 pages.	0.00
8/21/2009	Image Reproduction 27 pages.	2.70
8/24/2009	No Charge Image Reproduction 50 pages.	0.00
8/24/2009	Image Reproduction 18 pages.	1.80
8/25/2009	No Charge Image Reproduction 26 pages.	0.00
8/26/2009	No Charge Image Reproduction 4 pages.	0.00
8/31/2009	Pacer Expense for August, 2009.	0.88
9/4/2009	Postage Expense.	9.90
9/14/2009	No Charge Image Reproduction 1 pages.	0.00
9/22/2009	No Charge Image Reproduction 2 pages.	0.00
9/30/2009	Conference Call.	6.13
9/30/2009	Pacer Expense 9/1/09 - 9/30/09.	0.32
10/6/2009	No Charge Image Reproduction 6 pages.	0.00
10/9/2009	No Charge Image Reproduction 46 pages.	0.00
10/12/2009	No Charge Image Reproduction 1 pages.	0.00
10/13/2009	No Charge Image Reproduction 1 pages.	0.00
10/31/2009	Pacer Expense for October 2009.	3.04

BUTLER | SNOW
BUTLER, SNOW, O'MARA, STEVENS & CANNADA, PLLC

Warehouse 86, LLC
November 19, 2009
Statement: 359127
Page 14

Subtotal Expenses: 5,915.34

TOTAL CURRENT BILLING FOR THIS MATTER \$36,207.34

Summary of Rate Adjustments**Statement Date**

11-19-09

<u>Name</u>	<u>Number of Billed Hours</u>	<u>Regular Hourly Rate</u>	<u>Capped Hourly Rate</u>	<u>Hourly Rate Difference</u>	<u>Dollar Difference</u>
Donna P. Hardin	2.20	\$110.00	\$85.00	\$25.00	\$55.00

Total Adjustment**\$55.00**

Jackson 4531360v1

